

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shreesecindia.com
CIN: L65929WB1994PLC061930

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 24th Annual General Meeting of the Members of M/s. Shree Securities Ltd. will be held at "Conference Hall" at 11, Clive Row, 5th Floor, Kolkata - 700 001 on Tuesday, 12th September, 2017 at 11.30 A.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 together with the Report of Directors and Auditors thereon.
2. To re-appoint Mr. Basant Kumar Sharma (DIN: 00084604) who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint Statutory Auditors and fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. G. C. Bafna & Co., Chartered Accountant, (Firm Registration No. 319104E) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this 24th Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company to be held in respect of financial year 2018, on such remuneration including out of pocket expenses and other expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in consultation with the Auditors."

Special Business:

4. To re-appointment of Mrs. Swapna Jain (DIN: 06995389), as Whole Time Director & Chief Financial Officer of the Company who shall be eligible to retire by rotation and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provision of the Companies Act, ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mrs. Swapna Jain (DIN: 06995389), as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company for a period of five years commencing from the conclusion of this AGM up to the 30th day of September, 2022 on the terms and conditions of re-appointment and remuneration as set out in the statement annexed to the Notice convening this meeting, with the liberty to "the Board" (which term shall include Nomination & Remuneration Committee of the Board) to alter and vary the terms & Condition of the said appointment and/or remuneration as it may deems fit and may be acceptable to Mrs. Swapna Jain, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 152, 160 and all other applicable provision of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rule 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Swapna Jain (DIN: 06995389) be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shreesecindia.com
CIN: L65929WB1994PLC061930

"**RESOLVED FURTHER THAT** the remuneration payable to Mrs. Swapna Jain (DIN: 06995389), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appointment of Mr. Harshwant Joshi (DIN: 03642328) as an Independent Director and in this regard to consider and if thought fit to pass with or without modification the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), re-appointment of Mr. Harshwant Joshi (DIN: 03642328) whose period of office is liable to expire on September 30, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from this AGM to September 30, 2022 and the term shall not be subject to retirement by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appointment of Mr. Shrawan Kumar Jalan (DIN: 02191031) as an Independent Director and in this regard to consider and and if thought fit to pass with or without modification the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), re-appointment of Mr. Shrawan Kumar Jalan (DIN: 02191031) whose period of office is liable to expire on September 30, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from this AGM to September 30, 2022 and the term shall not be subject to retirement by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shresecindia.com
CIN: L65929WB1994PLC061930

7. To Re-appointment of Mr. Shankar Kumar Chakraborty (DIN: 00087412) as an Independent Director and in this regard to consider and and if thought fit to pass with or without modification the following resolution as **Special Resolution**:

"**RESOLVED THAT** that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), re-appointment of Mr. Shankar Kumar Chakraborty (DIN: 00087412) whose period of office is liable to expire on September 30, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from this AGM to September 30, 2022 and the term shall not be subject to retirement by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
3, Synagogue Street,
3rd Floor, Room No. 18G,
Kolkata -700 001 (W.B)
Dated: 10th Day of August, 2017
Place : Kolkata
CIN : L65929WB1994PLC061930

**By Order of the Board of Directors
For Shree Securities Limited**

**Basant Kumar Sharma
Managing Director
DIN: 00084604**

NOTE :-

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.
2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.
6. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shresecindia.com
CIN: L65929WB1994PLC061930

7. For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at info@shresecindia.com. The query must reach to the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
10. The Register of Members and Share Transfer Books of the Company will remain closed from **6th September, 2017 to 12th September, 2017** (both days inclusive).
11. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting Members are, therefore, requested to bring the copies of Annual Report.
12. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
13. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.** to facilitate better servicing.
14. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.**, for their doing the needful.
15. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.**, for receiving the Annual Report and Accounts, Notices etc. in electronic mode. The Form for such registration is being attached with the Annual Report. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the Members for giving consent to receive documents in electronic mode.
16. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
17. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.
18. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report 2016-2017 will also be available on the Company's website: www.shresecindia.com/invr.html for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@shresecindia.com.

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shreesecindia.com
CIN: L65929WB1994PLC061930

19. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **9th September, 2017 (9:00 am)** and ends on **11th September, 2017 (5:00 pm)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
- A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
- (i) Open email and open PDF file viz; “SSL remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Shree Securities Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csdrao@gmail.com with a copy marked to evoting@nsdl.co.in
- B. **In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD / PIN</u>
---	-----------------------	------------------------------
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shresecindia.com
CIN: L65929WB1994PLC061930

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on <http://www.evoting.nsdl.com/> or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. P. Doleswar Rao, Company Secretary in Practice (Membership No. A38387 and CP No.14385) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM. A consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.shresecindia.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the exchanges where the securities of company are Listed.

Registered Office:
3, Synagogue Street,
3rd Floor, Room No. 18G,
Kolkata -700 001 (W.B)
Dated: 10th Day of August, 2017
Place : Kolkata
CIN : L65929WB1994PLC061930

**By Order of the Board of Directors
For Shree Securities Limited.**

**Basant Kumar Sharma
Managing Director
DIN: 00084604**

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shreesecindia.com
CIN: L65929WB1994PLC061930

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under items No. 4,5,6 and 7 of the accompanying notice dated 10th day of August, 2017.

Item Nos. 4

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee the Board of Directors of the Company vide resolution passed on May 22, 2017 approved re-appointment of Mrs. Swapna Jain (DIN: 06995389), designated as Whole-time Director and Chief Financial Officer in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that Mrs. Swapna Jain (DIN: 06995389) shall hold office up to 30.09.2022 subject to the approval of the shareholders at this Annual General meeting. Mrs. Swapna Jain (DIN: 06995389), shall be Director whose period of office is liable to determination by retirement of directors by rotation and in this respect the Company has received a notice in writing from a member proposing her candidature for the office of Director.

Further, approval of the members is being sought to the terms, conditions and stipulations as under for the appointment of Mrs. Swapna Jain (DIN: 06995389) as the "Whole-time Director and Chief Financial Officer ('CFO')" for a term of Five years ending on 30th September, 2022.

Remuneration:

- (a) Basic salary Rs. 6,000/- p.m., with authority to the Board or a Committee thereof to fix her basic salary
- (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and
- (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Mrs. Swapna Jain (DIN: 06995389) as Whole Time Director & CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

Terms & Conditions:

Mrs. Swapna Jain (DIN: 06995389) shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company relating to Finance and Control. She shall not be paid any sitting fee for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Mrs. Swapna Jain (DIN: 06995389) or the Company, by one party giving to the other 1 (one) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed. The period of office of shall be liable to determination by retirement of directors by rotation. If Mrs. Swapna Jain (DIN: 06995389) is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole-time Director designated as "Chief Financial Officer" and such re-appointment as director shall not be deemed to constitute break in her appointment as a Whole-time Director designated as "Chief Financial Officer". Further, if Mrs. Swapna Jain (DIN: 06995389) is not re-appointed as a director, immediately on retirement by rotation she shall continue to hold office as "Chief Financial Officer" and such non appointment as director shall not be deemed to constitute break in her appointment as "CFO."

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shreesecindia.com
CIN: L65929WB1994PLC061930

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no.4 of the accompanying Notice for the approval of the Members. The appointment of Mrs. Swapna Jain (DIN: 06995389) is appropriate and in the best interest of the Company.

The terms and conditions of appointment as referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 301 of the Companies Act, 1956, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting.

Mrs. Swapna Jain (DIN: 06995389) is interested in the resolution set out at item no. 4 of the Notice, which pertain to her appointment and remuneration payable to her. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Item Nos. 5 to 7

Mr. Harshwant Joshi, Mr. Shrawan Kumar Jalan and Mr. Shankar Kumar Chakraborty are Independent Directors of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the Annual General Meeting held on September 24, 2014. As per the said resolutions, the term of appointment of these Independent Directors expire on September 30, 2017.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution in their meeting held on May 22, 2017 approving appointment of Mr. Harshwant Joshi, Mr. Shrawan Kumar Jalan and Mr. Shankar Kumar Chakraborty as Independent Directors for a second term of up to September 30, 2022, based on skills, experience, knowledge and performance evaluation. The re-appointments are subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolutions.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Board of Directors recommend the resolutions at Item Nos. 5 to 7 for approval of the Members of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of Rs. 1 Lakh each proposing the candidature of Mr. Harshwant Joshi, Mr. Shrawan Kumar Jalan and Mr. Shankar Kumar Chakraborty to be re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

Mr. Harshwant Joshi, Mr. Shrawan Kumar Jalan and Mr. Shankar Kumar Chakraborty are interested and concerned in the resolutions mentioned in Item No.5 to 7 of the Notice. Save & except, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item Nos. 5 to 7.

Registered Office:
3, Synagogue Street,
3rd Floor, Room No. 18G,
Kolkata -700 001 (W.B)
Dated: 10th Day of August, 2017
Place : Kolkata
CIN : L65929WB1994PLC061930

**By Order of the Board of Directors
For Shree Securities Limited.**

**Basant Kumar Sharma
Managing Director
DIN: 00084604**

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shreesecindia.com
CIN: L65929WB1994PLC061930

Pursuant to Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following information is furnished in respect of Directors proposed to be appointed/reappointed.

Name of the Director	Basant Kumar Sharma	Swapna Jain	Harshwant Joshi	Shrawan Kumar Jalan	Shankar Kumar Chakraborty
DIN	00084604	06995389	03642328	02191031	00087412
Date of Birth	28.07.1983	14.09.1982	15.10.1984	18.09.1967	16.07.1969
Date of	11.02.2009	24.09.2014	12.02.2014	30.12.2005	30.12.2005
Nature of Expertise	He has more than ten years experience in the field of accounts, finance, investment and fund management.	She has more than five years of experience in accounts and finance .	He holds Bachelor degree in Law and Masters in Commerce and possesses vast expertise in varied facets of Law.	He possess experience in the financial services field.	He has experience of more than 10 years in the field of commerce, finance, audit and taxation.
Directorships held in other Indian public companies (other than Section 8 companies)	NIL	NIL	1. Gopalpriya Vinimay Ltd. 2. Trilokpati Vanijya Ltd. 3. Kamalapati Niwas Ltd. 4. Gyaneshwar Niketan Ltd. 5. Pawanshiv Niketan Ltd. 6. Jatashiv Developers Ltd.	NIL	NIL
Memberships / Chairmanships of Committees in other public Companies	NIL	NIL	NIL	NIL	NIL
Number of Equity Shares held in the Company	100	0	0	0	0

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shreesecindia.com
CIN: L65929WB1994PLC061930

Form No. MGT-12 BALLOT / POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company : Shree Securities Limited
Registered Office : 3, Synagogue Street, 3rd Floor,
Room No. 18G, Kolkata - 700 001, (W.B).
CIN : L65929WB1994PLC061930

BALLOT PAPER

Sl. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my
assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution to consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2017 and the Report of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution for re-appointment of Mr. Basant Kumar Sharma (DIN: 00084604) who retire by rotation and being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution for appointment of M/s G. C. Bafna & Co. , Chartered Accountants (Firm Registration No. 319104E), as Statutory Auditors and fixing their remuneration.			
4.	Ordinary Resolution for re-appointment of Mrs. Swapna Jain (DIN: 06995389) as Whole Time Director and Chief Financial Officer of the Company.			
5.	Special Resolution for re-appointment of Mr. Harshwant Joshi (DIN: 03642328) as Independent Director of the Company.			
6.	Special Resolution for re-appointment of Mr. Shrawan Kumar Jalan (DIN: 02191031) as Independent Director of the Company.			
7.	Special Resolution for re-appointment of Mr. Shankar Kumar Chakraborty (DIN:00087412) as Independent Director of the Company.			

Note :

- # Specify the total no of shares held by member in the Company in each respective column.
- \$ Provide the number of share voting in favour of the resolution.
- @ Provide the number of share to vote against the resolution.
- © Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

Signature of the shareholder*

(*as per Company records)

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shresecindia.com
CIN: L65929WB1994PLC061930

ATTENDANCE SLIP

Venue of the meeting : "Conference Hall" , 11 Clive Row, 5th Floor, Kolkata-700001.
Date and Time : 12th Day of September, 2017 at 11:30 A.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Name and address of the registered member	:	
Folio No./DP ID No/ Client ID No.	:	
No. of Shares	:	

I certify that I am the registered shareholders/proxy for the registered shareholders of the Company.
I hereby record my presence at the **24th Annual General Meeting** of the Company to be held at "Conference Hall" at 11, Clive Row, 5th Floor, Kolkata - 700 001 on Tuesday, 12th September, 2017 at 11:30 A.M.

Signature of the Member/Joint Member/Proxy attending the Meeting

-----Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING-----

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367 ; CIN: L65929WB1994PLC061930
E-mail: ssl_1994@yahoo.co.in. & Website : www.shresecindia.com

24th Annual General Meeting on Tuesday, 12th day of September, 2017 at 11.30 A.M.

Form MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L65929WB1994PLC061930
Name of the Company	Shree Securities Limited
Registered Office	3, Synagogue Street, 3rd Floor Room No. 18G, Kolkata – 700 001, (W.B.)
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID - Client ID	

I/We, of..... being the Member(s) of Shree Securities Ltd. hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on September 12, 2017 at 11:30 A.M. and at any adjournment thereof) in respect of such resolutions as are indicated below:

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

- (1) Name..... Address:.....
Email ID:Signature.....Or failing him/her
- (2) Name..... Address:.....
Email ID:Signature.....Or failing him/her
- (3) Name..... Address:.....
Email ID:Signature.....

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shreesecindia.com
CIN: L65929WB1994PLCO61930

** I/We direct my/our proxy to vote on Resolutions in the manner as indicated below:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	Ordinary Resolution to consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2017 and the Report of the Board of Directors and Auditors thereon.		
2.	Ordinary Resolution for re-appointment of Mr. Basant Kumar Sharma (DIN: 00084604) who retire by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution for appointment of M/s G. C. Bafna & Co. , Chartered Accountants (Firm Registration No. 319104E), as Statutory Auditors and fixing their remuneration.		
4.	Ordinary Resolution for re-appointment of Mrs. Swapna Jain (DIN: 06995389) as Whole Time Director and Chief Financial Officer of the Company.		
5.	Special Resolution for re-appointment of Mr. Harshwant Joshi (DIN: 03642328) as Independent Director of the Company.		
6.	Special Resolution for re-appointment of Mr. Shrawan Kumar Jalan (DIN: 02191031) as Independent Director of the Company.		
7.	Special Resolution for re-appointment of Mr. Shankar Kumar Chakraborty (DIN: 00087412) as Independent Director of the Company.		

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this.....day of....., 2017

Signature of Member(s):.....

Signature of Proxy holder(s):.....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 24th Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
4. Please complete all details including details of member(s) in above box before submission.

Affix
Revenue
Stamp of
Re. 1/-

SHREE SECURITIES LTD.

Regd. Off. : 3, Synagogue Street, 3rd Floor Room No. 18G,
Kolkata – 700 001, (W.B). Phone: +91 33 2231 3366 / 3367
E-mail: ssl_1994@yahoo.co.in. & Website : www.shresecindia.com
CIN: L65929WB1994PLC061930

ANNEXURE TO THE NOTICE FOR THE 24TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 12TH DAY OF SEPTEMBER, 2017

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 24th Annual General Meeting (AGM) to be held at “Conference Hall” at 11, Clive Row, 5th Floor, Kolkata - 700 001 on Tuesday, 12th September, 2017 at 11.30 A.M. and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
9th September, 2017 at 9:00 A.M. (IST)	11 th September, 2017 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By Order of the Board
For Shree Securities Limited

Sd/-
Basant Kumar Sharma
Managing Director
DIN: 00084604

Place: **Kolkata**
Date : **10.08.2017**

Encl : **Annual Report / AGM Notice / Attendance Slip and Proxy Form**